

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 301
WASHINGTON, D.C.

OCT 20 '06

2-22 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

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October 20, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of October 16, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: U.S. Bancorp Equipment Finance, Inc.
13010 SW 68th Parkway
Portland, OR 97223

Lessee: Global One Transport, Inc.
3340 Camp Bowie Boulevard, Suite 200
Fort Worth, TX 76107

Mr. Vernon A. Williams
October 20, 2006
Page 2

A description of the railroad equipment covered by the enclosed document
is:

130 gondola railcars: JECX 6301 – JECX 6430.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures



MEMORANDUM OF LEASE AGREEMENT

Equipment Finance, Inc.

Memorandum of Lease Agreement is made and entered into on October 16, 2006 by and between U.S. Bancorp Equipment Finance, Inc. "Lessor," and Global One Transport, Inc., "Lessee."

The undersigned have entered into that certain Master Net Railcar Lease dated October 16, 2006, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain property as listed on Exhibit "A" attached hereto, subject to the terms defined in Schedule No. 766049-001-0018256-001 dated October 16, 2006.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed as of the date and year first above written.

Lessor:
U.S. Bancorp Equipment Finance, Inc.

Lessee:
Global One Transport, Inc.

BY: Kristin Voss, Vice President
An Authorized Officer

BY: Timothy P. Stanley
Timothy Stanley, President

Executed on this 20 day of October, 2006.

Executed on this 19th day of October, 2006.

STATE OF Oregon
County of Washington)SS.

On Oct 20, 2006 personally appeared before me, Kristin Voss, who being duly sworn, stated that he/she is the VP of U.S. Bancorp Equipment Finance, Inc., acknowledged the foregoing instrument as voluntary act and deed of the Company by virtue of authority from its Board of Directors.

Before me:

Doris Bingham
Notary Public for Oregon
My Commission Expires: 4/25/08

STATE OF Ohio
County of Franklin)SS.

On Oct 19, 2006 personally appeared before me, Timothy Stanley, who being duly sworn, stated that he/she is the President of Global One Transport, Inc., acknowledged the foregoing instrument as voluntary act and deed of the Company by virtue of authority from its Board of Directors.

Before me:

Felicia R. Ocdise
Notary Public for Ohio
My Commission Expires: 10/27/2008

6/00

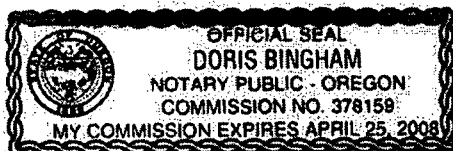


Exhibit "A"
TO MEMORANDUM OF LEASE AGREEMENT

130 New 4,402 C.F. Rotary gondola aluminum coal cars built by Trinity Industries, Inc.

<u>JECX</u>	<u>6301</u>	<u>JECX</u>	<u>6323</u>	<u>JECX</u>	<u>6345</u>	<u>JECX</u>	<u>6367</u>	<u>JECX</u>	<u>6389</u>	<u>JECX</u>	<u>6411</u>
<u>JECX</u>	<u>6302</u>	<u>JECX</u>	<u>6324</u>	<u>JECX</u>	<u>6346</u>	<u>JECX</u>	<u>6368</u>	<u>JECX</u>	<u>6390</u>	<u>JECX</u>	<u>6412</u>
<u>JECX</u>	<u>6303</u>	<u>JECX</u>	<u>6325</u>	<u>JECX</u>	<u>6347</u>	<u>JECX</u>	<u>6369</u>	<u>JECX</u>	<u>6391</u>	<u>JECX</u>	<u>6413</u>
<u>JECX</u>	<u>6304</u>	<u>JECX</u>	<u>6326</u>	<u>JECX</u>	<u>6348</u>	<u>JECX</u>	<u>6370</u>	<u>JECX</u>	<u>6392</u>	<u>JECX</u>	<u>6414</u>
<u>JECX</u>	<u>6305</u>	<u>JECX</u>	<u>6327</u>	<u>JECX</u>	<u>6349</u>	<u>JECX</u>	<u>6371</u>	<u>JECX</u>	<u>6393</u>	<u>JECX</u>	<u>6415</u>
<u>JECX</u>	<u>6306</u>	<u>JECX</u>	<u>6328</u>	<u>JECX</u>	<u>6350</u>	<u>JECX</u>	<u>6372</u>	<u>JECX</u>	<u>6394</u>	<u>JECX</u>	<u>6416</u>
<u>JECX</u>	<u>6307</u>	<u>JECX</u>	<u>6329</u>	<u>JECX</u>	<u>6351</u>	<u>JECX</u>	<u>6373</u>	<u>JECX</u>	<u>6395</u>	<u>JECX</u>	<u>6417</u>
<u>JECX</u>	<u>6308</u>	<u>JECX</u>	<u>6330</u>	<u>JECX</u>	<u>6352</u>	<u>JECX</u>	<u>6374</u>	<u>JECX</u>	<u>6396</u>	<u>JECX</u>	<u>6418</u>
<u>JECX</u>	<u>6309</u>	<u>JECX</u>	<u>6331</u>	<u>JECX</u>	<u>6353</u>	<u>JECX</u>	<u>6375</u>	<u>JECX</u>	<u>6397</u>	<u>JECX</u>	<u>6419</u>
<u>JECX</u>	<u>6310</u>	<u>JECX</u>	<u>6332</u>	<u>JECX</u>	<u>6354</u>	<u>JECX</u>	<u>6376</u>	<u>JECX</u>	<u>6398</u>	<u>JECX</u>	<u>6420</u>
<u>JECX</u>	<u>6311</u>	<u>JECX</u>	<u>6333</u>	<u>JECX</u>	<u>6355</u>	<u>JECX</u>	<u>6377</u>	<u>JECX</u>	<u>6399</u>	<u>JECX</u>	<u>6421</u>
<u>JECX</u>	<u>6312</u>	<u>JECX</u>	<u>6334</u>	<u>JECX</u>	<u>6356</u>	<u>JECX</u>	<u>6378</u>	<u>JECX</u>	<u>6400</u>	<u>JECX</u>	<u>6422</u>
<u>JECX</u>	<u>6313</u>	<u>JECX</u>	<u>6335</u>	<u>JECX</u>	<u>6357</u>	<u>JECX</u>	<u>6379</u>	<u>JECX</u>	<u>6401</u>	<u>JECX</u>	<u>6423</u>
<u>JECX</u>	<u>6314</u>	<u>JECX</u>	<u>6336</u>	<u>JECX</u>	<u>6358</u>	<u>JECX</u>	<u>6380</u>	<u>JECX</u>	<u>6402</u>	<u>JECX</u>	<u>6424</u>
<u>JECX</u>	<u>6315</u>	<u>JECX</u>	<u>6337</u>	<u>JECX</u>	<u>6359</u>	<u>JECX</u>	<u>6381</u>	<u>JECX</u>	<u>6403</u>	<u>JECX</u>	<u>6425</u>
<u>JECX</u>	<u>6316</u>	<u>JECX</u>	<u>6338</u>	<u>JECX</u>	<u>6360</u>	<u>JECX</u>	<u>6382</u>	<u>JECX</u>	<u>6404</u>	<u>JECX</u>	<u>6426</u>
<u>JECX</u>	<u>6317</u>	<u>JECX</u>	<u>6339</u>	<u>JECX</u>	<u>6361</u>	<u>JECX</u>	<u>6383</u>	<u>JECX</u>	<u>6405</u>	<u>JECX</u>	<u>6427</u>
<u>JECX</u>	<u>6318</u>	<u>JECX</u>	<u>6340</u>	<u>JECX</u>	<u>6362</u>	<u>JECX</u>	<u>6384</u>	<u>JECX</u>	<u>6406</u>	<u>JECX</u>	<u>6428</u>
<u>JECX</u>	<u>6319</u>	<u>JECX</u>	<u>6341</u>	<u>JECX</u>	<u>6363</u>	<u>JECX</u>	<u>6385</u>	<u>JECX</u>	<u>6407</u>	<u>JECX</u>	<u>6429</u>
<u>JECX</u>	<u>6320</u>	<u>JECX</u>	<u>6342</u>	<u>JECX</u>	<u>6364</u>	<u>JECX</u>	<u>6386</u>	<u>JECX</u>	<u>6408</u>	<u>JECX</u>	<u>6430</u>
<u>JECX</u>	<u>6321</u>	<u>JECX</u>	<u>6343</u>	<u>JECX</u>	<u>6365</u>	<u>JECX</u>	<u>6387</u>	<u>JECX</u>	<u>6409</u>		
<u>JECX</u>	<u>6322</u>	<u>JECX</u>	<u>6344</u>	<u>JECX</u>	<u>6366</u>	<u>JECX</u>	<u>6388</u>	<u>JECX</u>	<u>6410</u>		

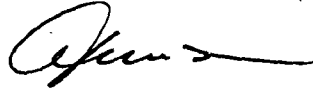
TOGETHER WITH ALL REPLACEMENTS, PARTS, REPAIRS, ADDITIONS, ACCESSIONS AND ACCESSORIES INCORPORATED THEREIN OR AFFIXED OR ATTACHED THERETO AND ANY AND ALL PROCEEDS OF THE FOREGOING, INCLUDING, WITHOUT LIMITATION, INSURANCE RECOVERIES.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

10/20/06



Robert W. Alvord